

**APPLICATION OF**

Silverleaf Communications Inc.

**EXHIBIT I**

Articles of Incorporation  
and  
Secretary of State Certificate of Authority

Form **BCA-13.15**

(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE!**Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

**FILED**

MAR - 4 2002

JESSE WHITE  
SECRETARY OF STATEThis space for use by  
Secretary of StateDate 03/04/02  
License Fee \$         
Franchise Tax \$ 25.00  
Filing Fee \$ 75.00  
Penalties \$         
Approved: [Signature]1. (a) CORPORATE NAME: SILVERLEAF COMMUNICATIONS INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:       

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware(b) Date of Incorporation: June 26, 2000(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

2100 West Loop South, Suite 900NoneHouston, TX 77027

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Corporation Service Company

First Name

Middle Name

Last Name

Registered Office 422 North Northwest Highway

Number

Street

Suite #

Park Ridge,

IL

60068Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

DE

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	Scott A. Sereboff,	2100 West Loop South, Suite 900,	Houston,	TX	77027
Secretary	Scott A. Sereboff,	2100 West Loop South, Suite 900,	Houston,	TX	77027
Director	Scott A. Sereboff,	2100 West Loop South, Suite 900,	Houston,	TX	77027
Director	William H. Padgett,	2100 West Loop South, Suite 900,	Houston,	TX	77027
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

Domestic and international long distance reseller to business and residential customers.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	---	\$.00001	10,000,000	9,100,000

9. Paid-in Capital: \$ 875,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ -0-
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ -0-
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 2,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 20,000

Interrogatories: (Important - this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Suite 900  
(b) Number of shares of all classes owned by residents of Illinois: -0-  
(c) Number of shares of all classes owned by non-residents of Illinois: 9,100,000  
(d) Is the corporation transacting business in this state at this time? No  
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: Houston, TX 77027

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated Feb 8, 2002  
(Month & Day) (Year)

SILVERLEAF COMMUNICATIONS INC.  
(Exact Name of Corporation)

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)  
Scott A. Sarnoff  
(Type or Print Name and Title)

by [Signature]  
(Signature of President or Vice President)  
Scott A. Sarnoff  
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

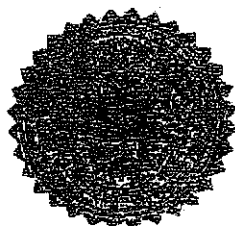
\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SILVERLEAF GROUP INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3250443 8100

AUTHENTICATION: 1623848

020113325

DATE: 02-21-02

06/26/2000 11:26 FAX  
STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 06/26/2000  
001323363 - 3250443

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**CERTIFICATE OF INCORPORATION****OF****Silverleaf Group Inc.**

**FIRST:** The name of the corporation is **Silverleaf Group Inc.**

**SECOND:** The registered office of the corporation in the State of Delaware is located at 800 Delaware Avenue, City of Wilmington, New Castle County 19801. The registered agent of the corporation at that address is Delaware Corporations LLC.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of stock which the corporation is authorized to issue is ten million (10,000,000) shares of common stock having a par value of \$.00001 per share.

**FIFTH:** The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

**SIXTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to make, amend and repeal the bylaws.

**SEVENTH:** Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, whether the basis of such action, suit or proceeding is any alleged action in an official capacity as director, officer or representative, or in any other capacity while serving as a director, officer or representative, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by him or her in connection therewith; provided, however, that the corporation shall indemnify any such person in connection with any action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof)

06/26/2000 11:29 FAX

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was authorized by the board of directors of the corporation. Such right shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending any action, suit or proceeding in advance of its final disposition upon delivery to the corporation of an undertaking, by or on behalf of such person, to repay all amounts so advanced unless it should be determined ultimately that such person is entitled to be indemnified under this Article SEVENTH or otherwise.

The rights conferred by this Article SEVENTH shall not be exclusive of any other right which such persons may have or hereafter acquire under any statute, provision of the certificate of incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

**EIGHTH:** A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the General Corporation Law of the State of Delaware, or (d) for any transaction from which the director derived an improper personal benefit, it being the intention of this Article EIGHTH that a director of the corporation shall, to the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

**NINTH:** The corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

**TENTH:** The incorporator is Delaware Corporations LLC, whose mailing address is 800 Delaware Ave., P.O. Box 8702, Wilmington, DE 19899.

**THE UNDERSIGNED**, being the sole incorporator, for the purpose of forming a corporation under the laws of the State of Delaware, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and has caused this Certificate of Incorporation to be duly executed by an authorized officer this 26<sup>th</sup> day of June, 2000.

DELAWARE CORPORATIONS LLC,  
Sole Incorporator

By.

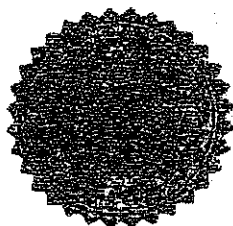
  
Robin G. Brooks, Vice President

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SILVERLEAF GROUP INC.", CHANGING ITS NAME FROM "SILVERLEAF GROUP INC." TO "SILVERLEAF COMMUNICATIONS INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF SEPTEMBER, A.D. 2000, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3250443 8100

AUTHENTICATION: 1623847

020113325

DATE: 02-21-02

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 09/14/2000  
001464055 - 3250443

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
Silverleaf Group Inc.**

Silverleaf Group Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that the Corporation has received no payment for any of its stock and that the amendment set forth below to the Corporation's Certificate of Incorporation was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware.

Article FIRST is hereby amended to read in its entirety as follows:

"FIRST: The name of the corporation is Silverleaf Communications Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of this 16<sup>th</sup> day of September, 2000.

Silverleaf Group Inc.

By:

William H. Padgett  
William H. Padgett, Director